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REPLY TO:

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June 18, 2001

Division of Corporations  
Registration Section  
PO. Box 6327  
Tallahassee, FL 32314

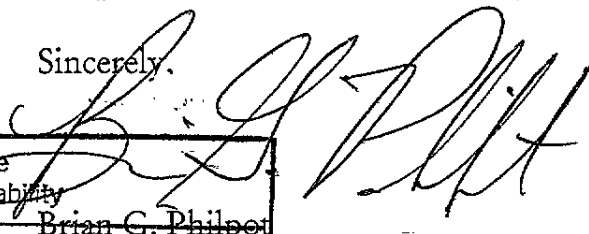
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\*\*\*\*125.00 \*\*\*\*125.00

RE: Mr. Lee's Chinese, LLC

Dear Sir or Madam:

Please find enclosed the Articles of Organization of Mr. Lee's Chinese, LLC. Also, find attached the Acknowledgement Certificate Designating Registered Agent for the company. I have enclosed a check in the amount of \$125 for the filing of the Articles of Organization and Designation of Registered Agent. Please contact me at the address and phone number above, should you have any questions.

Sincerely,



Name	Brian G. Philpot
Availability	
Document Examiner	BGP/cdh
Updater enc	
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FILED  
01 JUN 20 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
MR. LEE'S CHINESE, LLC.**

The undersigned, desiring to form a Limited Liability Company under and pursuant to the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of said limited liability company (hereafter "Company") shall be the MR. LEE'S CHINESE, LLC.

**ARTICLE II - DURATION**

The Company shall have a duration of perpetual existence.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS**

The principal place of business and the address of the Company in Florida shall be 734 Mississippi Avenue, Lakeland, Florida, 33801, and its mailing address is the same.

**ARTICLE IV - PURPOSES AND POWERS**

The purpose of this corporation is to engage in any and all lawful activities as permitted under the laws of the United States and of the State of Florida

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Brian G. Philpot, 124 South Florida Avenue, Lakeland, Florida 33801.

**ARTICLE VI - NAMES OF MEMBERS AND CAPITAL CONTRIBUTIONS**

The initial member of the Company and its contribution to the capital of the company shall be:

ROBERT LEE	\$10.00
4120 Staffordshire Drive	
Lakeland, FL 33809	

STEVEN SCRUGGS	\$10.00
734 Mississippi Avenue	
Lakeland, FL 33801	

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## **ARTICLE VII - ADDITIONAL MEMBERS**

The members may admit to the Company additional Members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members.

Admission of any such Additional Members requires the written consent of the Members then having a two-thirds (2/3) interest in the Company.

Any Additional Members are allocated gain, loss, income, or expense by the method provided in the Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Internal Revenue Code.

## **ARTICLE VIII - CONTINUATION OF BUSINESS**

Any rights of the remaining members to continue the business of the Company upon the death, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company shall be as set forth in the Regulations.

## **ARTICLE IX - MANAGEMENT**

The Company shall be managed by a manager (the "Manager") and the name of the initial Manager is Steven Scruggs. The signature of a Manager of the Company signing on behalf of the Company may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the consent of the Members as provided in the Operating Agreement.

## **ARTICLE X - LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 18<sup>th</sup> day of JUNE, 2001.

By: \_\_\_\_\_

STEVEN SCRUGGS

Member/Organizer

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01 JUN 20 01 2:30  
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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 617, Florida Statutes, the following is submitted, in compliance  
with said Act:

MR. LEE'S CHINESE, LLC., desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation, at 734 Mississippi Avenue,  
Lakeland, State of Florida, has named BRIAN G. PHILPOT, located at 124 South Florida,  
Avenue, Lakeland, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state corporation at place  
designated in this certificate, I hereby accept to act in this capacity. I further agree to comply  
with the provision of all statutes relating to the proper and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as registered agent.

By: 

BRIAN G. PHILPOT  
Registered Agent

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01 JUN 20 PM 2:31  
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